

**UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY**

CREIGHTON TAKATA, Individually and  
on behalf of all others similarly situated,

*Plaintiff,*

v.

RIOT BLOCKCHAIN, INC. F/K/A  
BIOPTIX, INC., JOHN O'ROURKE,  
JEFFREY G. MCGONEGAL, BARRY  
HONIG, CATHERINE DEFRANCESCO,  
MICHAEL BEEGHLEY, JOHN STETSON,  
MARK GROUSSMAN, ANDREW  
KAPLAN, MIKE DAI, JASON LES, and  
ERIC SO,

*Defendants.*

Civil Action No.: 18-2293(GC)(TJB)

CONSOLIDATED ACTION

**STIPULATION AND  
[PROPOSED] ORDER**

Lead Plaintiff Dr. Stanley Golovac (“Plaintiff”) and Defendants Riot Blockchain, Inc. (“Riot”), John O’Rourke (“O’Rourke”), Barry Honig (“Honig”), Mark Groussman (“Groussman”), John Stetson (“Stetson”), Catherine DeFrancesco (“DeFrancesco”), and Michael Beeghley (“Beeghley”) (together “Defendants,” and together with Plaintiff, the “Parties”), by and through their undersigned counsel, hereby agree and jointly propose this stipulation:

WHEREAS, on February 17, 2018, Creighton Takata (“Takata”) initiated the above-captioned action against Riot, O’Rourke, and Jeffrey G. McGonegal (“McGonegal”), alleging violations of the Securities Exchange Act of 1934 (ECF No. 1);

WHEREAS, the Court appointed Dr. Stanley Golovac as Lead Plaintiff and the law firm of Motley Rice LLC as Lead Counsel on November 6, 2018 (ECF No. 40);

WHEREAS, Plaintiff filed a Complaint against Riot, Honig, O'Rourke, McGonegal, and Beeghley on January 15, 2019 (ECF No. 52);

WHEREAS, Riot, Honig, O'Rourke, McGonegal, and Beeghley moved to dismiss the Complaint on March 18, 2019 (ECF Nos. 66, 67);

WHEREAS, Plaintiff filed a Consolidated Amended Class Action Complaint for alleged violations of federal securities laws on May 8, 2019 (ECF No. 72), adding DeFrancesco, Stetson, Groussman, Andrew Kaplan ("Kaplan"), Mike Dai ("Dai"), Jason Les ("Les"), and Eric So ("So") to the action;

WHEREAS, Plaintiff filed a corrected Consolidated Amended Class Action Complaint (the "Amended Complaint") on May 9, 2019 (ECF No. 73);

WHEREAS, Defendants filed motions to dismiss the Amended Complaint on September 3 (ECF Nos. 107, 108, 112), September 5 (ECF No. 118), September 30 (ECF Nos. 131, 132), and October 1, 2019 (ECF No. 134);

WHEREAS, Chief Judge Freda L. Wolfson dismissed the Amended Complaint without prejudice in an Order dated April 30, 2020 (ECF No. 167);

WHEREAS, Magistrate Judge Zahid N. Quraishi granted Plaintiff leave to file a Consolidated Second Amended Class Action Complaint (the "Second Amended Complaint") in a Memorandum Opinion and Order dated December 23, 2020 (ECF No. 187);

WHEREAS, Plaintiff filed a Second Amended Complaint on December 24, 2020 (ECF No. 188);

WHEREAS, Defendants filed motions to dismiss the Second Amended Complaint on February 8, 2021 (ECF Nos. 192, 194, 195, 196, 197);

WHEREAS, Judge Zahid N. Quraishi requested supplemental briefing on Defendants' motions to dismiss on February 28, 2022 (ECF No. 216), which the Parties submitted on March 14, 2022 (ECF Nos. 217–222);

WHEREAS, Judge Zahid N. Quraishi dismissed the Second Amended Complaint without prejudice in an Opinion (ECF No. 223) and Order (ECF No. 224) dated April 8, 2022, in which it was ordered that Plaintiff may file a separate motion seeking leave to amend his Complaint in a manner consistent with the Opinion;

THEREFORE, IT IS HEREBY STIPULATED AND AGREED, among the Parties, subject to the Court's approval, that:

1. To the extent that Plaintiff chooses to file a motion seeking leave to amend his Complaint pursuant to the Court's Opinion (ECF No. 223) and Order (ECF No. 224), Plaintiff shall file any such motion on or before May 9, 2022.

2. If Plaintiff elects not to file a motion seeking leave to amend, then the Court shall enter a dismissal of the action with prejudice, enter a judgment, and administratively close the case.

Dated: April 18, 2022

**PAUL HASTINGS LLP**

/s/ D. Scott Carlton

Chad J. Peterman

200 Park Avenue

New York, NY 10166

Telephone: (212) 318-6797

Facsimile: (212) 230-7797

[chadpeterman@paulhastings.com](mailto:chadpeterman@paulhastings.com)

Thomas A Zaccaro (Admitted *pro hac vice*)

D. Scott Carlton (Admitted *pro hac vice*)

515 South Flower Street, Twenty-Fifth Floor

Los Angeles, CA 90071-2228

Telephone: (213) 683-6000

Facsimile: (213) 627-0705

[thomaszaccaro@paulhastings.com](mailto:thomaszaccaro@paulhastings.com)

[scottcarlton@paulhastings.com](mailto:scottcarlton@paulhastings.com)

*Counsel for Defendants Riot Blockchain, Inc., John  
O'Rourke and Michael Beeghley*

**LITE DEPALMA GREENBERG & AFANADOR, LLC**

/s/ Joseph J. DePalma  
Joseph J. DePalma  
Jeremy N. Nash  
570 Broad Street, Suite 1201  
Newark, NJ 07102  
Telephone: (973) 623-3000  
Facsimile: (973) 623-0858  
[jdepalma@litedepalma.com](mailto:jdepalma@litedepalma.com)  
[jnash@litedepalma.com](mailto:jnash@litedepalma.com)

**MOTLEY RICE LLC**

William S. Norton (Admitted *pro hac vice*)  
Joshua C. Littlejohn (Admitted *pro hac vice*)  
Christopher C. Moriarty (Admitted *pro hac vice*)  
28 Bridgeside Boulevard  
Mt. Pleasant, SC 29464  
Telephone: (843) 216-9000  
Facsimile: (843) 216-9450  
[bnorton@motleyrice.com](mailto:bnorton@motleyrice.com)  
[jlittlejohn@motleyrice.com](mailto:jlittlejohn@motleyrice.com)  
[cmoriarty@motleyrice.com](mailto:cmoriarty@motleyrice.com)

*Counsel for Lead Plaintiff Dr. Stanley Golovac and Lead  
Counsel for the Class*

**US MARKET ADVISORS LAW GROUP PLLC**

David P. Abel  
5335 Wisconsin Ave. NW, Ste. 440  
Washington, D.C. 20015  
Telephone: (202) 274-0237  
[dabel@usmarketlaw.com](mailto:dabel@usmarketlaw.com)

*Counsel for Lead Plaintiff Dr. Stanley Golovac*

**SHEPPARD MULLIN RICHTER & HAMPTON LLP**

/s/ Robert D. Weber  
Tyler E. Baker (New Jersey Bar No. 44392011)  
Christopher J. Bosch (Admitted *pro hac vice*)  
30 Rockefeller Plaza, 39th Floor  
New York, NY 10112-0015  
Telephone: (212) 653-8700  
[tbaker@sheppardmullin.com](mailto:tbaker@sheppardmullin.com)  
[cbosch@sheppardmullin.com](mailto:cbosch@sheppardmullin.com)

Robert D. Weber (Admitted *pro hac vice*)  
1901 Avenue of the Stars, Suite 1600  
Los Angeles, CA 90067  
Telephone: (310) 227-3746  
[rweber@sheppardmullin.com](mailto:rweber@sheppardmullin.com)

*Counsel for Defendant Barry Honig*

**GIBBONS P.C.**

/s/ Kate E. Janukowicz  
Kevin G. Walsh  
Kate E. Janukowicz  
One Gateway Center  
Newark, NJ 07102  
Telephone: (973) 596-4769  
[kwash@gibbonslaw.com](mailto:kwash@gibbonslaw.com)  
[kjanukowicz@gibbonslaw.com](mailto:kjanukowicz@gibbonslaw.com)

**BAKER & MCKENZIE LLP**

Perrie M. Weiner (Admitted *pro hac vice*)  
Edward D. Totino (Admitted *pro hac vice*)  
10250 Constellation Blvd., Suite 1850  
Los Angeles, CA 90067  
Telephone: (310) 201-4728  
[perrie.weiner@bakermckenzie.com](mailto:perrie.weiner@bakermckenzie.com)  
[edward.totino@bakermckenzie.com](mailto:edward.totino@bakermckenzie.com)

*Counsel for Defendant Mark Groussman*

**QUINN EMANUEL URQUHART & SULLIVAN, LLP**

/s/ Jacob J. Waldman  
Jaclyn M. Palmerson  
Alex Spiro (Admitted *pro hac vice*)  
Julia M. Beskin (Admitted *pro hac vice*)  
Jacob J. Waldman (Admitted *pro hac vice*)  
51 Madison Avenue, 22<sup>nd</sup> Floor  
New York, NY 10010-1601  
Telephone: (212) 849-7000  
[jaclynpalmerson@quinnemanuel.com](mailto:jaclynpalmerson@quinnemanuel.com)  
[alexspiro@quinnemanuel.com](mailto:alexspiro@quinnemanuel.com)  
[juliabeskin@quinnemanuel.com](mailto:juliabeskin@quinnemanuel.com)  
[jacobwaldman@quinnemanuel.com](mailto:jacobwaldman@quinnemanuel.com)

*Counsel for Defendant Catherine DeFrancesco*

**LOWENSTEIN SANDLER LLP**

/s/ Matthew M. Oliver  
Matthew M. Oliver  
One Lowenstein Dr.  
Roseland, NJ 07068  
Telephone: (212) 491-5852  
[moliver@lowenstein.com](mailto:moliver@lowenstein.com)

**WALFISH & FISSELL PLLC**  
Daniel Walfish (Admitted *Pro Hac Vice*)  
405 Lexington Avenue, 8<sup>th</sup> Floor  
Telephone: (212) 672-0521  
[dwalfish@walfishfissell.com](mailto:dwalfish@walfishfissell.com)

*Counsel for Defendant John Stetson*

SO ORDERED this \_\_\_\_ day of \_\_\_\_\_, 2022.

---

Georgette Castner  
United States District Judge